

## **Constitution of the National Association for Small Schools**

**1 Name:** the name of the charity is the National Association for Small Schools (hereinafter called 'NASS')

### **2 Objects:**

The objects of NASS are to:

- a) Promote the benefits of small schools as part of the overall educational provision in England and Wales;
- b) Advise, assist and support small schools in providing quality education to their local community;
- c) Offer appropriate advice, assistance and support to small schools at times of crisis;
- d) Promote such other charitable purposes as may from time to time be determined.

NASS shall be non-party in politics and non-sectarian in religion.

### **3 Powers:**

In furtherance of said objects, but not otherwise, NASS shall have the power to:

- a) bring together in conference representatives of voluntary organizations, Government departments, statutory authorities and individuals;
- b) arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses;
- c) collect and disseminate information on all matters relating to its objects, and to exchange such information with other bodies having similar objects;
- d) write, print or publish, in whatever form, such papers, books, periodicals, pamphlets or other documents, including films and recorded material, as shall further its objects, and to issue or circulate the same whether for payment or otherwise;
- e) make regulations for the proper supervision, control and management of any property which may be so acquired;
- f) sell, let, dispose of or turn to account all or any of its property or assets SUBJECT TO such consents as may be required by law;
- g) raise funds and invite or receive donations and contributions, whether by subscription or otherwise, PROVIDED THAT NASS shall not undertake or in any way engage in any permanent trading activities in raising funds for its charitable objects;
- h) receive money on deposit or loan or overdraft, in such manner as NASS may think fit, SUBJECT TO such consents or on such conditions as may be required by law;
- i) invest money not immediately required for its objects in or upon such investments, securities or property as NASS may think fit, SUBJECT NEVERTHELESS to such conditions (if any) as may for the time being be imposed by law;

- j) borrow money, and SUBJECT TO such consents as may be required by law, to charge all or any of the property of NASS with the repayment of money so borrowed;
- k) subject to Clause 12 hereof, employ such persons as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation of the staff and their dependants;
- l) remunerate any member of the General Committee for services rendered to NASS PROVIDED THAT:
  - i) such member shall not be present at or take part in any discussions or decision relating to such remuneration;
  - ii) any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is made;
  - iii) the other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such member to NASS;
  - iv) the other members are satisfied that the services rendered to NASS are of special value to NASS having regard to such member's ability, qualifications, or experience and/or to the level of remuneration for which he/she has agreed to provide them;
  - v) the number of such members for the time being in receipt of remuneration shall not exceed a minority of the members of the General Committee.
- m) insure and arrange insurance cover to indemnify its employees and voluntary workers from and against all risks incurred in the course of the performance of their duties as may be thought fit;
- n) provide indemnity insurance for the members of the General Committee (or any of them) out of the funds of NASS PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the members of the General Committee (or any of them) knew to be a breach of duty or breach of trust or which was committed by members of the General Committee (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust or not.
- o) do all such other lawful things as shall further the charitable objects of NASS.

#### **4 Membership**

Membership shall be open, irrespective of sex, sexual orientation, race, nationality, or political, religious or other opinion to:

- a) schools, local authorities and voluntary organizations within the area of benefit, which wish to support the objects of NASS;
- b) individuals aged eighteen or over who live within the area of benefit, who wish to support the objects of NASS.

#### **5 Subscriptions**

All members shall pay such subscription as the General Committee may from time to time determine.

## **6 Resignation and termination of membership**

- a) Any members of NASS may resign his/her membership and any representative of a member organisation may resign such position, by giving to the Secretary of NASS written notice to that effect.
- b) The General Committee may, by resolution passed at a meeting thereof, terminate or suspend the membership of any member, if in its opinion, his/her conduct is prejudicial to the interests and objects of NASS, PROVIDED THAT the individual member or representative of the member organisation (as the case may be) shall have the right to be heard by the General Committee before the final decision is made. There shall be a right of appeal to an independent arbitrator appointed by mutual agreement.

## **7 General Meetings**

Annual General Meetings:

Once in each calendar year, an Annual General Meeting of NASS shall be held at such time and place as the General Committee shall determine, being not more than fifteen months after the adoption of this constitution and thereafter the holding of the preceding Annual General Meeting. At least 21 clear days' notice shall be provided by circulating information to all members and such other persons and organizations deemed appropriate by the General Committee.

The business of each Annual General Meeting shall be:

- a) to receive the Annual Report of the General Committee, which shall incorporate the accounts of NASS referred to below, and give account of the work of NASS and its activities during the preceding year;
- b) to receive the accounts of NASS for the preceding financial year;
- c) to elect such Honorary Officers of NASS in accordance with Clause 9 hereof;
- d) to note the names of such persons appointed/elected to serve as members of the General Committee under Clause 9 (a) (ii) – (iv) hereof;
- e) to appoint one or more qualified auditors or independent examiners for the coming year to audit or examine the accounts of NASS in accordance with the Charities Act 1993 (or any statutory modification or re-enactment of that Act);
- f) to consider and vote on any proposals to alter this constitution in accordance with Clause 20 hereof;
- g) to consider any other business of which due notice has been given.

## **8 Honorary Officers**

- a) Only members of NASS aged eighteen or over shall be eligible to serve as Honorary Officers.

- b) The members with power to vote present at the Annual General Meeting shall elect the Chair, Treasurer and Secretary of NASS and such other Honorary Officers as NASS may from time to time decide who shall serve in their respective capacities as Honorary Officers of the General Committee.
- c) An Honorary Officer shall cease to hold office if he/she notifies the Secretary of NASS in writing of his/her resignation.
- d) If a vacancy occurs by death, resignation or disqualification among the Honorary Officers of NASS or of the General Committee, the General Committee shall have the power to fill it from among its members.
- e) Subject to sub-clause (c) of this clause, all Honorary Officers shall hold office until the conclusion of the next Annual General Meeting of NASS and shall be eligible for re-election.

## **9 the General Committee**

Subject to the provisions of Clause 7 hereof the policy and general management of the affairs of NASS shall be directed by a General Committee which shall meet not less than four times a year. As the charity trustees, the General Committee shall have the power to enter into contracts for the purposes of NASS on behalf of all members and may exercise on behalf of NASS any or all of the powers enumerated in Clause 3 hereof.

- a) The General Committee shall consist of:
  - i) the Honorary Officers elected under Clause 8 hereof;
  - ii) one representative each, of member schools, local authorities and voluntary organisations in accordance with Clause 4 (a) hereof;
  - iii) representatives of individual members elected in accordance with Clause 4 (b) hereof, the number of representatives to be agreed at the preceding Annual General Meeting;
  - iv) persons co-opted individually by the General Committee who shall serve on the General Committee until the conclusion of the next Annual General Meeting, PROVIDED THAT the number of co-opted members shall not exceed one quarter of the total number of members elected and appointed to the General Committee in accordance with the provisions of this sub-clause and enumerate above.
- b) All members of the General Committee shall retire from office together at the conclusion of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- c) If casual vacancies occur among the elected members of the General Committee it shall have the power to fill these by co-option.
- d) The proceedings of the General Committee shall not be invalidated by any failure to elect or any defect in election, appointment, co-option or qualification of any member.
- e) A member of the General Committee shall cease to hold office if he or she:

- i) is disqualified from holding such office by virtue of section 72 of the Charities Act 1993 (or any statutory modification or re-enactment of that provision), or
  - ii) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs, or
  - iii) is absent without permission of the General Committee from all its meetings held within a period of six months and the General Committee resolves that he/she shall cease to hold office, or
  - iv) notifies the General Committee in writing of his or her resignation (PROVIDED THAT at least three members of the General Committee will remain in office when the resignation is to take effect).
- f) Each member of the General Committee shall, upon election or appointment to the committee, receive a copy of the NASS constitution. No person shall be entitled to act as a member of the General Committee, following election or re-election or appointment or re-appointment, until they have signed in the minute book of the General Committee a declaration of acceptance and willingness to act as a managing charity trustee of NASS.
- g) No persons under the age of eighteen shall be members of the General Committee but such persons may be invited to attend meetings of such committees as observers without the right to vote.

#### **10 Sub-committees**

The General Committee may appoint one or more sub-committees for supervising or performing any activity or service.

In each case:

- a) the General Committee shall define the terms of reference of the sub-committee and may also determine its composition and the duration of its activities;
- b) all acts and proceedings of the sub-committee shall be reported as soon as possible to the General Committee.

#### **11 General Committee members not to be personally interested**

Except as provided for in Clause 3 (i) and (n);

- a) no member of the General Committee (otherwise than as a trustee of NASS) shall acquire any interest in property belonging to NASS;
- b) no member of the General Committee (otherwise than as a member of the General Committee) shall be interested in any contract entered into by the General Committee:
- c) no member of the General Committee shall receive remuneration.

#### **12 Paid Employees**

- a) The General Committee shall have the sole right in exercise of power conferred by Clause 3 (k) hereof of appointing, dismissing, and determining the terms and conditions of service of all employees of NASS.

- b) An employee of NASS shall not be eligible to be a member of the General Committee or any sub-committee of NASS, but may be invited to attend such meetings as a non-voting member.

### **13 Rules of Procedure at all meetings**

- a) Voting:

Subject to the provisions of Clause 20, any question arising at a meeting of NASS or one of its committees shall be decided by a simple majority of those present and voting. No member shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in the case of an equality of votes the Chair shall have a second or casting vote.

- b) Quorum:

- (i) Committee Meetings: one third of the members with the power to vote shall form a quorum at meetings of the General Committee and all other committees and sub-committees of NASS

- (ii) General Meetings: one fifth of the members with the power to vote shall form a quorum at General Meetings of NASS

In the event that no quorum is present at an Annual General Meeting of NASS, or the meeting has to be abandoned, the meeting shall stand adjourned and be reconvened 14 days later, and those members with the power to vote at that meeting shall be deemed to form a quorum.

- c) Minutes:

Minute books shall be kept by NASS and all its committees and the respective secretary shall enter therein a record of all proceedings and resolutions.

### **14 Standing Orders**

The General Committee shall have the power to adopt and issue Standing Orders for the conduct of NASS business. Such Standing Orders shall come into operation immediately, provided always that they shall be subject to review by NASS in General Meeting and that they shall be consistent with the provisions of this constitution.

### **15 Finance**

- a) All money raised by or on behalf of NASS shall be applied to further the objects of NASS and for no other purpose, PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of NASS or the payment of reasonable out-of-pocket expenses incurred on behalf of NASS by employees and volunteers.
- b) An account shall be opened in the name of NASS with the \*\*\*\* branch of \*\*\*\*\* Bank, or with such other financial institution as the General Committee may from time to time decide. The General Committee shall authorize in writing, the Treasurer, the Secretary and one member of the General Committee of NASS to

sign cheques on behalf of NASS. All cheques must be signed by not less than two of the three authorized signatories.

- c) The financial year for NASS shall be from 1st January to 31st December.

## **16 Accounts**

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to:

- a) the keeping of accounting records for NASS;
- b) the preparation of annual statements of the accounts of NASS;
- c) the auditing or independent examination of the statements of account of NASS;
- d) the transmission of the statements of account to the Charity Commission for England and Wales.

## **17 Annual Report and Annual Return**

The General Committee shall comply with its obligations under the Charities Act 1993 (or any statutory modification or re-enactment of that Act) with respect to the preparation of an annual report and an annual return and their transmission to the Charity Commissioners for England and Wales.

## **18 Indemnity**

In the execution of the trusts hereof, no member of the General Committee shall be liable:

- a) for the loss to the property of NASS by reason of any improper investment made in good faith (so long as he/she shall have sought professional advice before making such investment); or
- b) for the negligence or fraud of any agent employed by him/her or by any other member of the General Committee in good faith (provided reasonable supervision shall have been exercised);

and no member of the General Committee shall be liable by reason of any mistake or omission made in good faith by any member of the General Committee other than wilful and individual fraud, wrongdoing or wrongful omission on the part of the member who is sought to be made liable.

## **19 Dissolution**

If the General Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve NASS it shall call a meeting of all members with the power to vote of which meeting not less than 21 days' clear notice (stating the terms of the resolution to be proposed thereat) shall be provided by circulating information to all members and such other persons and organisations deemed appropriate by the General Committee and given in writing to the Charity Commissioners for England and Wales. If such a decision shall be confirmed by a simple majority of those present and voting at such meeting the General Committee shall have power to dispose of any proper debts and liabilities shall be applied towards such charitable purposes for the benefit of organisations or projects as may have been eligible for

membership under Clause 4 (a) herein as the General Committee shall decide subject to the prior approval in writing of the Charity Commissioners for England and Wales, or other authority having charitable jurisdiction.

## **20 Alterations to the Constitution**

Any proposal to alter this constitution must be delivered in writing to the Secretary of NASS not less than 28 days before the date of the meeting at which it is first to be considered. Any alteration will then require the approval of both:

- a) a simple majority of members of the General Committee present and voting at a General Committee meeting;
- b) a two-thirds majority of members with the power to vote present and voting at a General Meeting.

At least 14 days' clear notice (stating the terms of the resolution to be proposed thereat) shall be provided by circulating information to all members and such other persons and organisations deemed appropriate by the General Committee, stating the wording of the proposed alteration.

No alteration shall be made to this constitution which would cause NASS to cease to be a charity at law. No alteration to Clause 2 (Objects), Clause 11 (Personal Interest), Clause 19 (Dissolution) or this Clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained.

**This Constitution** was adopted as the Constitution of NASS as a meeting held at the *Brunei Gallery, London University School of Oriental and African Studies, London on March 17th 2007* at which the following people were elected to serve as charity trustees: